

CERTIFICATE OF INCORPORATION

of

THE CHINA INTERNATIONAL FOUNDATION, INC.

FIRST: The name of the Corporation is

THE CHINA INTERNATIONAL FOUNDATION, INC.

SECOND: Its principal office in the State of Delaware is to be located at 317-325 South State Street, in the City of Dover, County of Kent, Delaware. The name and address of its resident agent is The Prentice-Hall Corporation System, Inc., 317-325 South State Street, Dover, Delaware.

THIRD: The objects and purposes of the Corporation are:

To promote, foster, encourage and further non-profit, non-sectarian and non-political educational, medical, philanthropic, humanitarian, scientific and literary enterprises of all kinds in the State of Delaware, the Republic of China, and in any other part of the world, including, but not being limited to:

(a) making grants-in-aid to schools, colleges, universities, and other similar institutions, formed and to be formed, to be used for educational purposes, designed to make general education available and to provide knowledge and scientific training to the peoples of the Republic of China in order to improve their condition both culturally and economically;

(b) creating and maintaining scholarships for the further education of qualified Chinese candidates and causing qualified Chinese candidates to be brought to the United States or any other part of the world for additional educational training of any type, character or description;

(c) establishing and maintaining hospitals and public health centers and improving the conditions of health, sanitation and hygiene of the peoples of the Republic of China and/or any other part of the world;

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(d) encouraging, promoting and fostering medical and scientific research and development and making the results of such research and development available to the peoples of the Republic of China and/or any other part of the world;

(e) creating and maintaining publications and adopting other methods for the diffusion and communication of educational material and scientific, medical and technical knowledge among the peoples of the Republic of China and/or any other part of the world.

In furtherance and not in limitation of the general powers conferred by the laws of the State of Delaware, and of the objects and purposes herein set forth, it is expressly provided that the Corporation shall also have the following powers:

To receive, maintain and administer, directly or indirectly, a fund or funds, and to apply the income and principal thereof to the promotion of the purposes herein set forth.

To found or create new institutions, foundations, trusts or other appropriate instrumentalities for purposes within the scope of the Corporation, either under the management of the Corporation, or in conjunction, collaboration or cooperation with other corporations, individuals, memorials, trusts, foundations, or other entities organized for similar purposes, and to convey the property and assets of the Corporation, or such part thereof as the Trustees deem desirable, to such institutions, foundations, trusts, or other instrumentalities organized for similar purposes.

- To acquire, receive, purchase, hold, invest and reinvest in, use and enjoy, and to take by gift, grant, devise or bequest, real estate, personal property and mixed property of any kind or description, whether within or without the State of Delaware, and rights in action, and to grant, bargain and sell, lease, exchange, mortgage, let, lease, sublease, charter, assign, mortgage, pledge, transfer, and set over the same at pleasure, and generally to deal therewith as fully and amply as individual persons can do with their own property.

In the event that the Corporation shall receive by gift, grant, devise or bequest any property or funds for which the donor or testator shall prescribe in his will or instrument of gift a particular purpose within the objects and purposes above specified, the principal and income thereof shall be used and applied to such designated purpose.

To borrow money of any person, firm or corporation and to issue notes or obligations of the Corporation from time to time, for any of the objects or purposes of the Corporation, and to secure the same by lawful means.

To have one or more offices and to carry on all or any of its operations and business in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

In general to carry on any other lawful operations within the scope of the purposes hereinbefore set forth, and to have and to exercise all the powers conferred by the laws of Delaware upon corporations formed under the Act herein-after referred to, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do, provided that no part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation.

FOURTH: The Corporation is not for profit and shall have no capital stock. The conditions of membership of the Corporation shall be stated in the By-Laws.

FIFTH: The names and places of residence of the incorporators are as follows:

<u>Name</u>	<u>Residence</u>
Winlow H. Lovejoy	North Branch, New Jersey.
Houston H. Masson	59 Greenacres Avenue, Scarsdale, New York
Winfield A. Ruppuch, II	260 High Street, Peekskill, New York.

SIXTH: The Corporation is to have perpetual existence.

SEVENTH: The private property of the incorporators, members and trustees shall not be subject to the payment of corporate debts.

EIGHTH: The activities and affairs of the Corporation shall be managed by a Board of Trustees. The number of trustees which shall constitute the whole board shall be such as from time to time shall be fixed by, or in the manner provided in, the By-Laws, but in no case shall the number be less than three. No person shall be eligible for election as a trustee who is not a citizen of the United States. The Board of Trustees originally shall be elected by the incorporators and thereafter shall be elected by the members at the annual meeting of the Corporation to be held on such date as the By-Laws may provide, and shall hold office until their respective successors are elected and qualified. The By-Laws shall specify the number of trustees necessary to constitute a quorum. The Board of Trustees may, by resolution or resolutions, passed by a majority of the whole board, designate one or more committees which, to the extent provided in said resolution or resolutions or in the By-Laws of the Corporation, shall have and may exercise the powers of the Board of Trustees in the management of the activities and affairs of the Corporation and may have power to authorize the seal of the Corporation to be affixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated in the By-Laws of the Corporation or as may be determined from time to time by resolutions adopted by the Board of Trustees. The Corporation may elect such officers as the By-Laws may specify, who shall, subject to the provisions of the statute, have such titles and exercise such duties as the By-Laws may provide.

The Corporation may in its By-Laws confer powers upon its Board of Trustees in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by statute, provided that the Board of Trustees shall not exercise any power or authority conferred herein or by statute exclusively upon the members.

No part of the net income of the Corporation shall inure to the benefit of any member, officer, trustee or employee of the Corporation; nor shall any such member, officer, trustee or employee receive or be lawfully entitled to receive any pecuniary profit from the operations thereof, except reasonable compensation for services rendered in carrying out one or more of its purposes. However, the By-Laws may provide for reasonable compensation to officers and trustees for attendance at meetings.

NINTH: Meetings of members may be held without the State of Delaware, if the By-Laws so provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside of the State of Delaware at such place or places as may be from time to time designated by the Board of Trustees.

TENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon members herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named for the purpose of forming a corporation not for profit and without capital stock, to do business and carry on its operations both within and without the State of Delaware, and in pursuance to the General Corporation Law of the State of Delaware, being Chapter 65 of the Revised Code of Delaware, and the acts amendatory thereof and supplemental thereto, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set our hands and seals the 3rd day of June, 1946.

s/ Winslow H. Lovejoy (L.S.)

s/ Houston H. Nasson (L.S.)

s/ Winfield L. Huppuch 2d (L.S.)

Sworn to before me this

3rd day of June, 1946.

s/ Gladys R. Matting

STATE OF NEW YORK)
 : SS.:
COUNTY OF NEW YORK)

BE IT REMEMBERED that on this
3rd day of June, A. D. 1948, personally came before me, a notary
public for the State of New York, Winslow M. Lovejoy, Houston H.
Wasson and Winfield A. Huppuch, 2nd, all of the parties to the
foregoing Certificate of Incorporation, known to me personally to
be such, and severally acknowledged the said Certificate to be
the act and deed of the signers respectively and that the facts
therein stated are truly set forth.

Given under my hand and seal of office
the day and year aforesaid.

Gladys R. Nutting